

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

VIA AIR COURIER

July 11, 1995

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

RECORDATION NO. 16168 FILED 1/25
JUL 12 1995 -2 35 PM
INTERSTATE COMMERCE COMMISSION

RE: Security Agreement dated as of January 17, 1989 ("**Security Agreement**")
between Helm Financial Corporation ("**Helm**") and The First National Bank
of Boston ("**Agent**")

Dear Ms. Lee:

On behalf of Helm Financial Corporation, I submit for filing and recording,
under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder
the following document:

Three (3) fully executed originals of the Partial Termination of
Security Agreement dated March 6, 1995 ("**Partial Termination**") by The
First National Bank of Boston, a national banking association, for the
benefit of Helm Financial Corporation.

In connection with the recording of the Partial Termination, please note the
following information:

Name and Address of Helm: Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

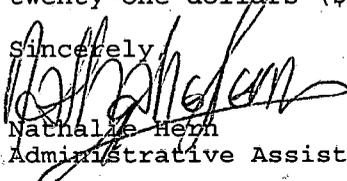
Name and Address of Agent: The First National Bank of Boston
100 Federal Street
Boston, Massachusetts 02110

Equipment: Six (6) locomotives (See Exhibit A for reporting mark and numbers)

Previous ICC Filing: Security Agreement filed on January 18, 1989 under
Recordation No. 16168

Please file the Partial Termination under the next available recordation
number and return endorsed originals to my attention. The filing fee of
twenty-one dollars (\$21.00) is included in the enclosed check.

Sincerely,


Nathalie Heth
Administrative Assistant

/nh
Enclosures (3)

16168-FFFF

PARTIAL TERMINATION OF JUL 17 1995 2:10 PM
SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Termination") is made as of March 6, 1995 by THE FIRST NATIONAL BANK OF BOSTON, a national banking association (the "Agent"), as agent for itself and for Continental Bank, N.A. and Union Bank (collectively, the "Banks") under a Credit Agreement dated as of January 15, 1992, as amended from time to time, for the benefit of HELM FINANCIAL CORPORATION, a California corporation ("Helm").

1. Recitals. Helm owns the six (6) locomotives bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Unit(s)"). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to the Agent, for the benefit of the Banks, upon the terms and conditions provided in that certain Security Agreement, dated as of January 17, 1989, between Helm and the Agent (the "Security Agreement") and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 16168 filed on January 18, 1989 at 10:55 a.m.

Helm has sold or is planning to sell the Units to a third party as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Agent. Pursuant to the terms of the Security Agreement, the Agent, on behalf of the Banks, and Helm desire to terminate the Agent's security interest in the Units.

2. Termination of Security Interest. The Banks' security interest in the Units shall be and is hereby terminated upon the filing of this Termination with the ICC and all of the Agent's right, title and interest in and to the Units shall and has become null and void.

This Release shall have no effect on the Bank security interest in and lien on any Collateral other than the Units and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS THEREOF, the Agent, pursuant to due authority, has executed this Termination as of the date indicated below its signature.

THE FIRST NATIONAL BANK OF BOSTON,
as Agent

By: [Signature]

Title: VP

Date: 7/5/95

EXHIBIT A

Description of Equipment:

Six (6), 2000 horsepower, SD38-2 locomotives manufactured by the Electro-Motive Division of General Motors Corporation in 1974.

Unit Numbers:

CIM 70-75